

# VOCUS, INC.

## CODE OF CONDUCT

### Introduction

At Vocus, Inc. (“Vocus” or the “Company”), we believe that honest and ethical conduct is a critical foundation to our global success, and therefore it is an expectation and responsibility of every employee. By conducting business in an ethical and honest way, we are able to build valuable relationships with our customers, shareholders, fellow employees, and others.

This Code of Conduct (the “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide our employees and directors. All Vocus employees and directors should conduct themselves accordingly and seek to avoid even the appearance of improper behavior in any way relating to Vocus. In appropriate circumstances, this Code should also be provided to and followed by Vocus' agents and representatives, including consultants and contractors.

Anyone who has any questions about this Code should consult with his or her supervisor, or contact Vocus' Compliance Officer at [legalcompliance@vocus.com](mailto:legalcompliance@vocus.com).

### 1. Scope of Code.

This Code is intended to deter wrongdoing and to promote the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest that create the appearance of bias between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other communications made by the Company;
- compliance with applicable governmental laws, rules, and regulations;
- the prompt internal reporting of violations of this Code to the appropriate person or persons identified in this Code;
- accountability for adherence to this Code; and
- adherence to a high standard of business ethics.

### 2. Compliance with Laws, Rules, and Regulations.

Obedying the law, both in letter and in spirit, is the foundation on which Vocus' ethical standards are built. You should respect and obey all laws, rules, and regulations applicable to the business and operations of the Company.

Although you are not expected to know all of the details of these laws, rules, and regulations, it is important to know enough to determine when to seek advice from supervisors or other appropriate Company personnel.

If you are aware of any violations of this Code, our policies or the law, you must report them to your supervisor or Vocus' Compliance Officer at [legalcompliance@vocus.com](mailto:legalcompliance@vocus.com). Supervisors or managers who receive any report of a suspected violation must report the matter to the Compliance Officer at [legalcompliance@vocus.com](mailto:legalcompliance@vocus.com). We strictly prohibit retaliation against

anyone who reports such a violation in good faith or assists in any investigation related to a suspected violation, and will discipline any employee engaged in retaliation. Please note, however, that reporting a suspected violation does not exempt you from disciplinary action if you are found to be involved in the prohibited conduct.

### **3. Conflicts of Interest.**

A "conflict of interest" exists when an individual's private interest interferes in any way with the interests of the Company and may even exist when that individual's interest appears to interfere with the interests of the Company. A conflict of interest situation can arise when you take action or have interests that may make it difficult to perform your work on behalf of the Company in an objective and effective manner. Conflicts of interest may also arise when you or a member of your family, receives improper personal benefits as a result of your position with the Company. Loans to, or guarantees of obligations of, directors or employees and their family members may create conflicts of interest. It is important to note that even potential or apparent conflicts of interest that create the appearance of bias may present serious issues for the Company.

Service to the Company should never be subordinated to personal gain or advantage. Conflicts of interest, whenever possible, should be avoided. In particular, clear conflict of interest situations involving employees who occupy supervisory positions or who have discretionary authority in dealing with any third party, or directors may include the following:

- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier, or competitor;
- any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities to the Company;
- the receipt or giving of gifts or entertainment other than those of insignificant value (under US \$250) from or to any organization with which the Company has current or prospective business dealings without Company approval;
- being in the position of supervising, reviewing, or having any influence on the job evaluation, pay, or benefit of any family member (unless the number of hours worked by such family member on behalf of the Company does not exceed 500 hours during any 12-month period); and
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable directors, officers, or employees are permitted to so purchase or sell.

It is almost always a conflict of interest for an employee to work simultaneously for a competitor, customer, or supplier. No employee may work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers, and competitors, except on the Company's behalf.

Conflicts of interest are prohibited as a matter of Company policy, except as approved by the Compliance Officer. Conflicts of interest may not always be clear-cut and further review and discussions may be appropriate. Anyone who becomes aware of a conflict or potential conflict should bring it to the attention of the Company's Compliance Officer at [legalcompliance@vocus.com](mailto:legalcompliance@vocus.com).

#### **4. Insider Trading.**

Those who have access to confidential information relating to the Company are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company's business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical and against Company policy but is also illegal. You also must comply with Vocus' applicable policies on inside information and insider trading as in effect from time to time, which are available to Vocus employees via Vocus' intranet and in the Company's Employee Handbook. Any questions concerning Vocus' insider trading policy should be directed to the Company's Chief Financial Officer.

#### **5. Corporate Opportunities.**

You are prohibited from taking for yourself personally or directing to a third party any opportunity that is discovered through the use of corporate property, information, or position without the consent of the Company. No one may use corporate property, information, or position for improper personal gain, and no one may compete with the Company directly or indirectly. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **6. Gifts and Favors.**

Giving and receiving gifts as part of business dealings can create conflicts of interest. The purpose of gifts and favors is generally to create good will. If they do more than that, and unduly influence judgment or create a feeling of obligation, they should not be given or accepted.

You must not give to or receive gifts from Company business contacts, relatives, suppliers, vendors, or others who have a business relationship with the Company if they create the slightest conflict. In this context Vocus will adhere to the following guidelines:

- Giving gifts to US government personnel: Federal, state and local government departments are governed by complex laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value. You shall comply with any such laws and regulations, and also with the policy set forth in this Code. No one may offer or give any gift or gratuity to any government employee or official, except for modest refreshments on an occasional basis or a once a year gift to any person of an advertising promotional item with a market value of US \$20 or less. No one may buy any meal for any government official or employee. Working meals are allowed only if the government personnel pay for their fair share of the meal, and if possible, the meal takes place on Company premises. Vocus may not offer or pay for tickets to sporting events, lotteries, etc., for government employees.
- Giving gifts to non-government personnel: You should use common sense and good judgment in offering business courtesies and gifts to non-government personnel. All gifts, gratuities or other favors, are prohibited if (a) not made in compliance with applicable law and any code of conduct or policies to which the recipient may be subject; (b) given in consideration or expectation of any action by the recipient; and (c) the cost of the gratuity is properly reflected on Vocus' books and records. Giving any such gift or gratuity in excess of US \$250 is prohibited unless approved in advance by the Compliance Officer. Of course, you may offer meals and business entertainment if the expense is reasonable and directly related to Company business.

- Receiving gifts: You may not accept anything, including gifts, service or other consideration, from any supplier or supplier's employee, other than something that is nominal in amount or value (i.e. under US \$250). You may receive gifts of any value under official, Vocus-sponsored programs, such as those which exist for sales promotion or product testing. If there is any doubt if a gift or promotional program is sponsored by Vocus, contact the Compliance Officer. You may accept meals and business entertainment if the expense is reasonable and directly related to Company business.
- The Company, as part of its marketing efforts, may from time to time invite and pay for attendance by customers or others at its corporate-sponsored events upon approval by the Company's Chief Executive Officer. In addition, the Company' Chief Executive Officer may in his discretion and not as a waiver of this Code of Conduct, permit attendance by Company employees at similar events sponsored by the Company's vendors, customers, partners, or other third parties in connection with the employee's duties with the Company.

## **7. Payments and Gifts to Government Personnel (Anti-Bribery and the Foreign Corrupt Practices Act)**

You shall not engage in bribery or kickbacks. A bribe occurs when someone gives, offers or promises anything of value to a public official (or someone selected to be a public official), or someone acting on behalf of a public official, with the intent to influence an official act of that official to collude in or allow any fraud on the United States or another country. Bribes can also occur when gifts or gratuities are given to a private individual as a means of improperly inducing business. A kickback is any money, fee, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, for the purpose of improperly obtaining or rewarding favorable treatment in connection with the receipt of awarding of contracts, purchase orders, funds or resources. Bribery in connection with any Vocus contract is strictly prohibited. Offering or accepting kickbacks under any circumstances, is also strictly prohibited.

The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits American companies from bribing or attempting to bribe foreign officials, political candidates or political parties in order to obtain business. The FCPA also requires strict reporting of all payments to officials in a foreign country. You must maintain records of all payments and fully inform supervisors of any and all payments to government officials and representatives of foreign governments to insure proper compliance with the laws and regulations.

## **8. Prohibition of Personal Loans.**

The Company will not make any new extension of credit, or arrange for the extension of credit in the form of a personal loan to any employee or director of the Company, and will not make any material modifications to, or renewals of, any existing loan arrangements.

## **9. Competition and Fair Dealing.**

The Company seeks to compete in a fair and honest manner. The Company seeks competitive advantages through superior performance rather than through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, service providers, competitors, and employees. No one should take unfair advantage of anyone relating to the Company's business or operations through manipulation, concealment, or abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

To maintain the Company's valuable reputation, compliance with the Company's quality processes and safety requirements is essential. In the context of ethics, quality requires that the Company's products and services meet reasonable customer expectations.

#### **10. Discrimination and Harassment.**

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment or any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

#### **11. Health and Safety.**

The Company strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions.

Violence and threatening behavior are not permitted. You should report to work in a condition to perform your duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

#### **12. Record-Keeping.**

Vocus requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, you should refer to the Vocus Travel and Entertainment Policy, make inquiry to the Accounting Department or contact the Compliance Officer.

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and the Company and its employees in their capacity with the Company should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. The Company's records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, you should consult with the Company's Chief Financial Officer before taking any action because it is critical that any impropriety or possible appearance of impropriety be avoided.

#### **13. Confidentiality.**

You must maintain the confidentiality of confidential information entrusted to you by the Company or its customers, suppliers, joint venture partners, or others with whom the Company is considering a business or other transaction except when disclosure is authorized by an executive officer or required or mandated by laws or regulations. Confidential information includes all non-public information that might be useful or helpful to competitors or harmful to the Company or

its customers and suppliers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

#### **14. Protection and Proper Use of Company Assets.**

You should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company assets should be used for legitimate business purposes and should not be used for non-Company business.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

#### **15. Corporate Disclosures.**

You should support the Company's goal to have full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Although most employees hold positions that are far removed from the Company's required filings with the SEC, you should promptly bring to the attention of the Chief Executive Officer, the Chief Financial Officer or the Audit Committee, as appropriate in the circumstances, any of the following:

- Any material information of which you become aware that affects the disclosures made by the Company in its public filings or would otherwise assist the Chief Executive Officer, the Chief Financial Officer, the Disclosure Committee (if any), and the Audit Committee in fulfilling their responsibilities with respect to such public filings.
- Any information you may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information you may have concerning any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information you may have concerning evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of this Code.

In the case of any such information of which the Chief Executive Officer or any senior financial officer, including the Chief Financial Officer and principal accounting officer, becomes aware, such officer shall promptly bring such information to the attention of the Audit Committee.

#### **16. Influencing Auditors.**

You may not influence, coerce, manipulate, or mislead any auditor, internal or independent, who is auditing the Company's financial statements, for the purpose of rendering the financial statements materially misleading.

#### **17. Signature Policy.**

The Company has adopted a signature policy that is designed to make certain all contracts and other agreements are reviewed for their terms and for compliance within the Company's budget. The signature policy is available on the Company's Intranet and sets forth who is authorized to sign contracts on the Company's behalf. If you are not named on the signature policy then such you are not authorized to sign documents or legally bind the Company to any contract or other agreement.

**You may not enter into any side agreements, including oral promises, email agreements, or written letters, with customers, vendors, or partners without written approval of the Chief Executive Officer or Chief Financial Officer of the Company.**

#### **18. Waivers of the Code of Conduct.**

Any waiver of this Code may be made only by the Board or a committee of the Board and will be promptly disclosed to stockholders as required by applicable laws, rules, and regulations, including the rules of the SEC and Nasdaq.

#### **19. Publicly Available.**

This Code shall be posted on the Company's website, and is incorporated by reference in the Vocus Employee Handbook.

#### **20. Reporting any Illegal or Unethical Behavior.**

Directors and officers are encouraged to talk to the Chief Executive Officer, the Chief Financial Officer, the Compliance Officer or another executive officer of the Company, and employees are encouraged to talk to supervisors or other appropriate personnel, when in doubt about the best course of action in a particular situation. You should report any observed illegal or unethical behavior and any perceived violations of laws, rules, regulations, or this Code to the Compliance Officer at [legalcompliance@vocus.com](mailto:legalcompliance@vocus.com). It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith. You are expected to cooperate in internal investigations of misconduct.

The Company maintains a Whistleblower Policy for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

#### **21. Enforcement.**

The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code and to these additional procedures, and may include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board), and termination of the individual's employment or position. In determining the appropriate action in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation

appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action, and whether or not the individual in question had committed other violations in the past.